

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,

07-CV-10382
(LAP/MHD)

Plaintiffs,

v.

THE FINISH LINE, INC and
GENESCO INC.,

Defendants.

MOTION TO ADMIT COUNSEL
PRO HAC VICE

Defendant, Genesco Inc., by its attorneys, Boies, Schiller & Flexner LLP, respectfully requests that the Court enter an order, pursuant to 1.3(c) of the Local Rules of the United States District Courts for the Southern District of New York granting *Pro Hac Vice* admission of Michael Brille, James P. Denvir, [REDACTED], Jonathan Shaw, Overton Thompson, III, Bryan E. Larson, Britt King Latham, and W. Brantley Phillips, Jr. In support of its motion, Defendant Genesco Inc., submits herewith the Affidavit of Sponsor, Adam R. Shaw dated January 18, 2008; the Declaration of Michael Brille, dated January 16, 2008; the accompanying Certificates of Good Standing for Michael Brille issued by the bars of the District of Colombia and the State of California; the Declaration of James P. Denvir, dated January 16, 2008; the accompanying Certificates of Good Standing for James P. Denvir issued by the bars of the District of Colombia and the state of Florida; the Declaration of Jonathan M. Shaw, dated January 17, 2008; the accompanying Certificates of Good Standing for Jonathan M. Shaw issued by the bars of the District of Colombia, the State of Maryland, and the State of Washington; the

FILED
2008 JAN 22 PM 1:21
U.S. DISTRICT COURT
S.D. OF N.Y.


638812 \$175 1-22-08 MK

Affidavit of Overton Thompson, III, dated January 16, 2008; the accompanying Certificate of Good Standing for Overton Thompson, III issued by the bar of the State of Tennessee; the Affidavit of Bryan E. Larson, dated January 17, 2008; the accompanying Certificate of Good Standing for Bryan E. Larson issued by the bar of the State of Tennessee; the Affidavit of Britt King Latham, dated January 14, 2008; the accompanying Certificates of Good Standing for Britt King Latham issued by the bars of the State of Tennessee and the State of Texas; the Affidavit of W. Brantley Phillips, Jr., dated January 15, 2008; the accompanying Certificate of Good Standing for W. Brantley Phillips, Jr. issued by the bar of the State of Tennessee; and upon all pleadings and proceedings heretofore and herein, Adam R. Shaw, attorney for Genesco Inc., hereby moves this Court of the United States Courthouse located at 500 Pearl Street, New York, New York, for an order permitting Michael Brille, James P. Denvir, Jonathan M. Shaw, Overton Thompson, III, Bryan E. Larson, Britt King Latham, and W. Brantley Phillips, Jr. to argue and try this case, in whole and in part, as counsel for Defendant, Genesco Inc.

Dated: January 18, 2008
Albany, New York

BOIES, SCHILLER & FLEXNER LLP

By:


Adam R. Shaw (AS-7671)
575 Lexington Avenue
7th Floor
New York, New York 10022
Tel: (212) 446-2300
Fax: (212) 446-2350

Attorney for Defendant Genesco Inc.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,

07-CV-10382
(LAP/MHD)

Plaintiffs,

v.

THE FINISH LINE, INC and
GENESCO INC.,

Defendants.

AFFIDAVIT OF SPONSOR, ADAM R. SHAW

STATE OF NEW YORK)
) SS:
COUNTY OF ALBANY)

Adam R. Shaw, being duly sworn deposes and says:

1. I am a member of the bar of the State of New York and of this Court, and a partner of the law firm of Boies, Schiller & Flexner, LLP, counsel in the above-captioned case.

2. I respectfully submit this affidavit in support of defendant's motion pursuant to Local Civil Rule 1.3 of the Southern District of New York to have Michael Brille, James P. Denvir, Jonathan M. Shaw, Overton Thompson, III, Bryan E. Larson, Britt King Latham, and W. Brantley Phillips, Jr. admitted *pro hac vice* to serve as counsel for defendant Genesco Inc., in the above-captioned case.

3. Michael Brille is a member in good standing of the District of Columbia bar and a partner at the District of Columbia office of the law firm of Boies, Schiller & Flexner, LLP. He is an inactive member in good standing of the bar of California.

4. James P. Denvir is a member in good standing of the District of Columbia bar and a partner at the District of Columbia office of the law firm of Boies, Schiller & Flexner, LLP. He is an inactive member in good standing of the bar of the state of Florida.

6. Jonathan M. Shaw is a member in good standing of the bars of the District of Columbia and the state of Maryland. He is an inactive member in good standing of the bar of the state of Washington and a partner at the District of Columbia office of the law firm of Boies, Schiller & Flexner, LLP.

7. Overton Thompson, III is a member in good standing of the bar of the State of Tennessee and a partner at the law firm of Bass, Berry & Sims, PLC.

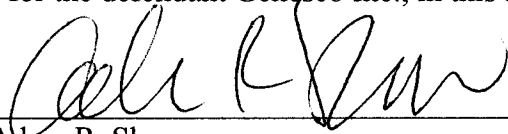
8. Bryan E. Larson is a member in good standing of the bar of the State of Tennessee and a partner at the law firm of Bass, Berry & Sims, PLC.

9. Britt King Latham is a member in good standing of the bars of the State of Tennessee and the State of Texas and a partner at the law firm of Bass, Berry & Sims, PLC.

10. W. Brantley Phillips, Jr. is a member in good standing of the bar of the State of Tennessee and a partner at the law firm of Bass, Berry & Sims, PLC.

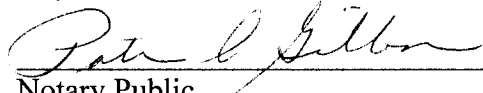
11. Based on my knowledge of Messieurs Brille, Denvir, Shaw, Thompson, Larson, Latham, and Phillips, I believe that they will conduct themselves in a manner required of

attorneys admitted to practice in this Court *pro hac vice* and respectfully request that they be admitted for the purposes of acting as counsel for the defendant Geneseo Inc., in this action.


Adam R. Shaw

STATE OF NEW YORK)
) ss:
COUNTY OF ALBANY)

Subscribed and sworn to before me this 18 day of January, 2008


Notary Public

My commission expires: 11/30/10

PATRICIA A. GIBBONS
Notary Public, State of New York
No. 01GI4638931
Qualified in Greene
Certificate Filed in Albany Co.
Commission Expires November 30, 2010

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,

07-CV-10382
(LAP/MHD)

Plaintiffs,

v.

THE FINISH LINE, INC and
GENESCO INC.,

Defendants.

DECLARATION OF MICHAEL BRILLE FOR ADMISSION *PRO HAC VICE*

I, Michael Brille, declare:

1. I have personal knowledge of the following facts and can testify to these in Court.
2. I am an attorney at law and a partner of the law firm Boies, Schiller & Flexner LLP, 5301 Wisconsin Avenue, N.W., Washington, D.C. 20015.
3. My home address is 925 Rockborn Street Gaithersburg, MD 20878.
4. I received my Bachelor of Arts degree from University of San Diego in 1990 and my Juris Doctor degree from the Yale Law School in 1993.
5. I am a member in good standing of the Bar of the District of Columbia and have been a member in good standing of the bar of the highest court of that jurisdiction since July 10, 1998. I am an inactive member in good standing of the bar of the state of California, where I was admitted on June 2, 1994.
6. I have been admitted to practice before the United States Supreme Court; the United States Courts of Appeal for the fourth and sixth circuits; and United States District Courts

for the District of Columbia, Eastern District of Michigan, Middle District of North Carolina, Eastern District of Tennessee, and Northern District of Texas.

7. I have never been held in contempt of court and have not been the subject of any disciplinary proceeding of any kind in any jurisdiction.

8. I am familiar and shall comply with the Judicial Code (Title 28 U.S.C.); the Federal Rules of Civil Procedure; the Federal Rules of Criminal Procedure; the Federal Rules of Evidence; the Local Rules of Practice for this Court, and the Code of Professional Responsibility.

9. I submit this Declaration to respectfully request admission *pro hac vice* for the purposes of appearing, participating, and representing Defendant Genesco Inc. in the above-captioned proceeding.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: January 16, 2008



Michael Brille



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

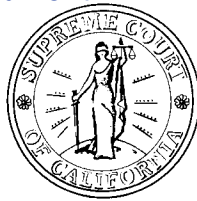
Michael A. Brille

was on the 10th day of July, 1998
duly qualified and admitted as an attorney and counselor and
entitled to practice before this Court and is, on the date
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have
hereunto subscribed my name
and affixed the seal of this
Court at the City of
Washington, D.C., on January
9, 2008.

GARLAND PINKSTON, JR., CLERK

By: *Michael A. Brille*
Deputy Clerk



Supreme Court of California

FREDERICK K. OHLRICH

Clerk of the Court

CERTIFICATE OF THE CLERK OF THE SUPREME COURT

OF THE

STATE OF CALIFORNIA

MICHAEL ANDREW BRILLE

I, FREDERICK K. OHLRICH, Clerk of the Supreme Court of the State of California, do hereby certify that MICHAEL ANDREW BRILLE was on the 2ND day of JUNE 1994, duly admitted to practice as an attorney and counselor at law in all the courts of this state; and that his name now appears on the Roll of Attorneys as an inactive member of the bar of this state in good standing.

*Witness my hand and the seal of the court,
this 14th day of JANUARY, 2008.*

FREDERICK K. OHLRICH

Clerk of the Supreme Court

By

A handwritten signature in cursive script, reading "Joseph Cornetta".

Joseph Cornetta, Deputy Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

**UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,**

Plaintiffs,

v.

**THE FINISH LINE, INC., and
GENESCO, INC.**

Defendants.

Civil Action No. 07 Civ. 10382 (LAP)

AFFIDAVIT OF OVERTON THOMPSON III

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

SS:

Overton Thompson III, being duly sworn, states as follows:


1. I am a partner at the law firm of Bass, Berry & Sims, PLC, 315 Deaderick Street, Suite 2700, Nashville, Tennessee, 37238.
2. On behalf of my firm, I represent Genesco, Inc. and wish to do so in this action.
3. I respectfully submit this affidavit in support of the motion pursuant to Rule 1.3(c) of the Local Civil Rules of United States District Court for the Southern District of New York for an Order permitting me to appear, argue and, if necessary, try as counsel and advocate in this court on behalf of defendant in this action, along with local counsel, Adam R. Shaw of Boies, Schiller & Flexner LLP, 575 Lexington Ave., New York, NY 10022, (212) 446-2300.
4. I am a member of good standing of the State Bar of Tennessee. I was admitted to practice law in the State of Tennessee on October 17, 1984. Attached is the Certificate of Good Standing from the State of Tennessee issued within the past 30 days.

5. There are no pending disciplinary proceedings against me in any state or Federal Court.

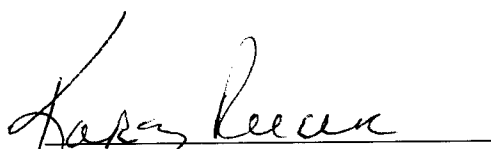
6. I respectfully request that this Court grant the application for admission to the Bar pursuant to Rule 1.3(c) of the Local Civil Rules of United States District Court for the Southern District of New York.

WHEREFORE, Your Affiant respectfully submits that he be permitted to appear as counsel and advocate Pro Hac Vice in this case.

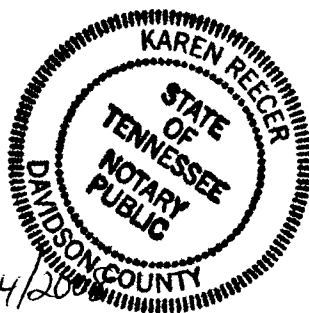
Date: 1/16/08


Overton Thompson III

Sworn to and subscribed before me
this 16th day of January, 2008


Notary Public

My Commission Expires: 5/24/2008



6677779.1

CLERK OF THE SUPREME COURT
STATE OF TENNESSEE

I, Michael W. Catalano, Clerk of the Supreme Court, do hereby certify that OVERTON THOMPSON, III is a licensed and practicing attorney of the Courts of this State, having taken the oath as prescribed by law, is enrolled as an attorney of this Court, and is in good standing. The Supreme Court is the Court of last resort in Tennessee.

Date of Enrollment: October 17, 1984.

In testimony whereof, I have set my hand and affixed the seal of the Court on this the 10th day of January, 2008.

Michael W. Catalano, Clerk

By *Lisa Marsh* D.C.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,

07-CV-10382
(LAP/MHD)

Plaintiffs,

v.

THE FINISH LINE, INC and
GENESCO INC.,

Defendants.

DECLARATION OF JONATHAN M. SHAW FOR ADMISSION *PRO HAC VICE*

I, Jonathan M. Shaw, declare:

1. I have personal knowledge of the following facts and can testify to these in Court.
2. I am an attorney at law and a partner of the law firm Boies, Schiller & Flexner LLP, 5301 Wisconsin Avenue, N.W., Washington, D.C. 20015.
3. My home address is 5905 Conway Road, Bethesda, MD 20817.
4. I received my Bachelor of Arts degree from Johns Hopkins University in 1989 and my Juris Doctor degree from the University of Pennsylvania Law School in 1992.
5. I am a member in good standing of the Bar of the District of Columbia and have been a member in good standing of the bar of the highest court of that jurisdiction since April 3, 1995. I am also a member of the bar of the State of Maryland and have been a member in good standing of that bar since December 17, 1992. I am an inactive member in good standing of the bar of the State of Washington, where I was admitted in July 1, 1999.

6. I have also been admitted to practice before the United States District Courts for the District of Maryland, Eastern District of Washington, and Western District of Washington.


7. I have never been held in contempt of court and have not been the subject of any disciplinary proceeding of any kind in any jurisdiction.

8. I am familiar and shall comply with the Judicial Code (Title 28 U.S.C.); the Federal Rules of Civil Procedure; the Federal Rules of Criminal Procedure; the Federal Rules of Evidence; the Local Rules of Practice for this Court, and the Code of Professional Responsibility.

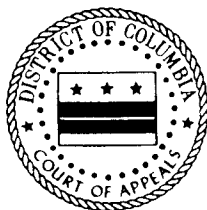
9. I submit this Declaration to respectfully request admission *pro hac vice* for the purposes of appearing, participating, and representing Defendant Genesco Inc. in the above-captioned proceeding.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: January 17, 2008



Jonathan M. Shaw



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia
Court of Appeals, do hereby certify that

Jonathan Mark Shaw

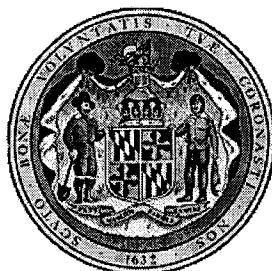
was on the 3rd day of April, 1995
duly qualified and admitted as an attorney and counselor and
entitled to practice before this Court and is, on the date
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have
hereunto subscribed my name
and affixed the seal of this
Court at the City of
Washington, D.C., on January
9, 2008.

GARLAND PINKSTON, JR., CLERK

By:
Deputy Clerk

**Court of Appeals
of Maryland**
Annapolis, MD



CERTIFICATE OF GOOD STANDING

STATE OF MARYLAND, ss:

*I, Alexander L. Cummings, Clerk of the Court of Appeals of Maryland,
do hereby certify that on the seventeenth day of December, 1992,*

Jonathan Mark Shaw

*having first taken and subscribed the oath prescribed by the Constitution and
Laws of this State, was admitted as an attorney of said Court, is now in good
standing, and as such is entitled to practice law in any of the Courts of said
State, subject to the Rules of Court.*

***In Testimony Whereof, I have hereunto
set my hand as Clerk, and affixed the Seal
of the Court of Appeals of Maryland, this
eleventh day of January, 2008.***


Clerk of the Court of Appeals of Maryland

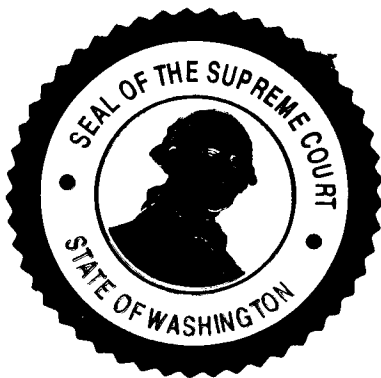
IN THE SUPREME COURT OF THE STATE OF WASHINGTON

IN THE MATTER OF THE ADMISSION)	BAR NO. 29143
)	
OF)	CERTIFICATE OF GOOD
)	
JONATHAN MARK SHAW)	STANDING
)	
TO PRACTICE IN THE COURTS OF THIS STATE)	
)	

I, Ronald R. Carpenter, Clerk of the Supreme Court of the State of Washington, hereby certify

JONATHAN MARK SHAW

was regularly admitted to practice as an Attorney and Counselor at Law in the Supreme Court and all the Courts of the State of Washington on July 1, 1999, and is now and has continuously since that date been an attorney in good standing, and has a current status of inactive.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the seal of said Court this 14th day of
January, 2008.

A handwritten signature in black ink, appearing to read "Ronald R. Carpenter", written over a horizontal line.

Ronald R. Carpenter
Supreme Court Clerk
Washington State Supreme Court

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,

07-CV-10382
(LAP/MHD)

Plaintiffs,

v.

THE FINISH LINE, INC and
GENESCO INC.,

Defendants.

DECLARATION OF JAMES P. DENVIR FOR ADMISSION *PRO HAC VICE*

I, James P. Denvir, declare:

1. I have personal knowledge of the following facts and can testify to these in Court.
2. I am an attorney at law and a partner of the law firm Boies, Schiller & Flexner LLP, 5301 Wisconsin Avenue, N.W., Washington, D.C. 20015.
3. My home address is 5322 Falmouth Road, Bethesda, MD 20816.
4. I received my Bachelor of Arts degree from Yale University in 1972 and my Juris Doctor degree from the University of Florida College of Law in 1975.
5. I am a member in good standing of the Bar of the District of Columbia and have been a member in good standing of the bar of the highest court of that jurisdiction since November 2, 1979. I am an inactive member in good standing of the bar of the state of Florida, where I was admitted in August of 1975.
6. I have been admitted to practice before the Supreme Court of the United States; the United States Courts of Appeals for the sixth, ninth, tenth, and federal districts; and United

States District Courts of the District of Columbia, Northern District of Oklahoma, and Western District of Michigan.

7. I have never been held in contempt of court and have not been the subject of any disciplinary proceeding of any kind in any jurisdiction.

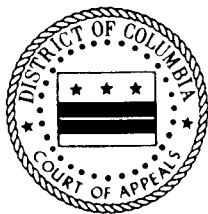
8. I am familiar and shall comply with the Judicial Code (Title 28 U.S.C.); the Federal Rules of Civil Procedure; the Federal Rules of Criminal Procedure; the Federal Rules of Evidence; the Local Rules of Practice for this Court, and the Code of Professional Responsibility.

9. I submit this Declaration to respectfully request admission *pro hac vice* for the purposes of appearing, participating, and representing Defendant Genesco Inc. in the above-captioned proceeding.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: January 6, 2008


James P. Denvir



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

James Peter Denvir, III

was on the 2nd day of November, 1979

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on January 9, 2008.

GARLAND PINKSTON, JR., CLERK

By: *M. J. [Signature]*
Deputy Clerk

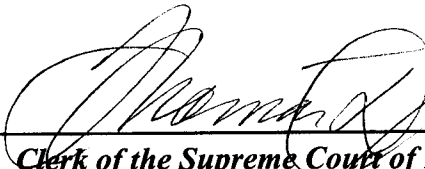
Supreme Court of Florida

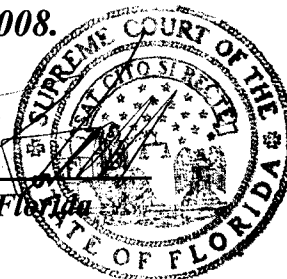
I, THOMAS D. HALL, Clerk of the Supreme Court of the State of Florida, do hereby certify that

JAMES P. DENVIR, III

was admitted as an Attorney and Counsellor entitled to practice law in all the Courts of the State of Florida on December 25, 1975, is presently inactive, and that the private and professional character of the attorney appear to be good.

*WITNESS my hand and the Seal of the
Supreme Court of Florida at Tallahassee,
the capital, this January 15, 2008.*


Clerk of the Supreme Court of Florida



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

**UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,**

Plaintiffs,

v.

**THE FINISH LINE, INC., and
GENESCO, INC.**

Defendants,

)
)
)
)
)
)
)
)
)
)
)

Civil Action No. 07 Civ. 10382 (LAP)

AFFIDAVIT OF BRYAN E. LARSON

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

SS:

Bryan E. Larson, being duly sworn, states as follows:

1. I am a partner at the law firm of Bass, Berry & Sims, PLC, 315 Deaderick Street, Suite 2700, Nashville, Tennessee, 37238.
2. On behalf of my firm, I represent Genesco, Inc. and wish to do so in this action.
3. I respectfully submit this affidavit in support of the motion pursuant to Rule 1.3(c) of the Local Civil Rules of United States District Court for the Southern District of New York for an Order permitting me to appear, argue and, if necessary, try as counsel and advocate in this court on behalf of defendant in this action, along with local counsel, Adam R. Shaw of Boies, Schiller & Flexner LLP, 575 Lexington Ave., New York, NY 10022, (212) 446-2300.
4. I am a member of good standing of the State Bar of Tennessee. I was admitted to practice law in the State of Tennessee on November 13, 1995. Attached is the Certificate of Good Standing from the State of Tennessee issued within the past 30 days.

5. There are no pending disciplinary proceedings against me in any state or Federal Court.

6. I respectfully request that this Court grant the application for admission to the Bar pursuant to Rule 1.3(c) of the Local Civil Rules of United States District Court for the Southern District of New York.

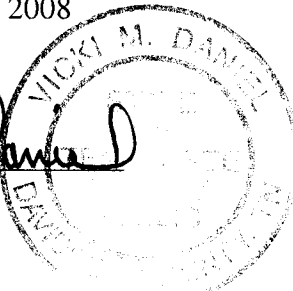
WHEREFORE, Your Affiant respectfully submits that he be permitted to appear as counsel and advocate Pro Hac Vice in this case.

Date: January 17, 2008

Bryan E. Larson
Bryan E. Larson

Sworn to and subscribed before me
this 17th day of January, 2008

Vicki M. Daniel
Notary Public



6677761.1 My Commission Exp. Nov. 22, 2008

CLERK OF THE SUPREME COURT


STATE OF TENNESSEE

I, Michael W. Catalano, Clerk of the Supreme Court, do hereby certify that BRYAN E. LARSON is a licensed and practicing attorney of the Courts of this State, having taken the oath as prescribed by law, is enrolled as an attorney of this Court, and is in good standing. The Supreme Court is the Court of last resort in Tennessee.

Date of Enrollment: November 13, 1995.

In testimony whereof, I have set my hand and affixed the seal of the Court on this the 10th day of January, 2008.

Michael W. Catalano, Clerk

By  D.C.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

**UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,**

Plaintiffs,

v.

**THE FINISH LINE, INC., and
GENESCO, INC.**

Defendants,

)
)
)
)
)
)
)
)
)
)
)
)

Civil Action No. 07 Civ. 10382 (LAP)

AFFIDAVIT OF BRITT KING LATHAM

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

SS:

Britt King Latham, being duly sworn, states as follows:

1. I am a partner at the law firm of Bass, Berry & Sims, PLC, 315 Deaderick Street, Suite 2700, Nashville, Tennessee, 37238.
2. On behalf of my firm, I represent Genesco, Inc. and wish to do so in this action.
3. I respectfully submit this affidavit in support of the motion pursuant to Rule 1.3(c) of the Local Civil Rules of United States District Court for the Southern District of New York for an Order permitting me to appear, argue and, if necessary, try as counsel and advocate in this court on behalf of defendant in this action, along with local counsel, Adam R. Shaw of Boies, Schiller & Flexner LLP, 575 Lexington Ave., New York, NY 10022, (212) 446-2300.
4. I am a member of good standing of the State Bar of Tennessee. I was admitted to practice law in the State of Tennessee on January 12, 2004 and admitted to practice law in the State

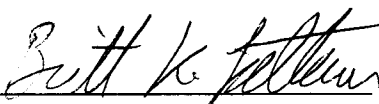
of Texas on November 5, 1993. Attached are certificates of Good Standing from the State of Tennessee and the State of Texas issued within the past 30 days.

5. There are no pending disciplinary proceedings against me in any state or Federal Court.


6. I respectfully request that this Court grant the application for admission to the Bar pursuant to Rule 1.3(c) of the Local Civil Rules of United States District Court for the Southern District of New York.

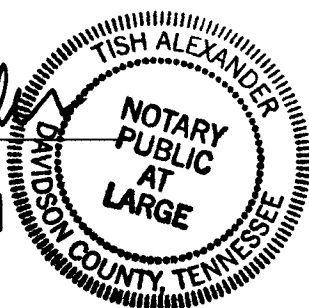
WHEREFORE, Britt King Latham respectfully submits that he be permitted to appear as counsel and advocate Pro Hac Vice in this case.

Date: 1-14-08


Britt King Latham

Sworn to and subscribed before me
this 14th day of January, 2008


Notary Public
Exp: Jan 24, 09



6677749.1

CLERK OF THE SUPREME COURT

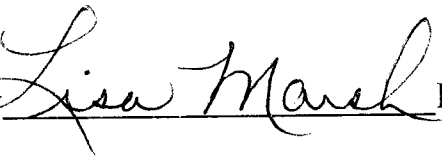
STATE OF TENNESSEE

I, Michael W. Catalano, Clerk of the Supreme Court, do hereby certify that BRITT K. LATHAM is a licensed and practicing attorney of the Courts of this State, having taken the oath as prescribed by law, is enrolled as an attorney of this Court, and is in good standing. The Supreme Court is the Court of last resort in Tennessee.

Date of Enrollment: January 12, 2004.

In testimony whereof, I have set my hand and affixed the seal of the Court on this the 10th day of January, 2008.

Michael W. Catalano, Clerk

By  D.C.

Certificate of Good Standing

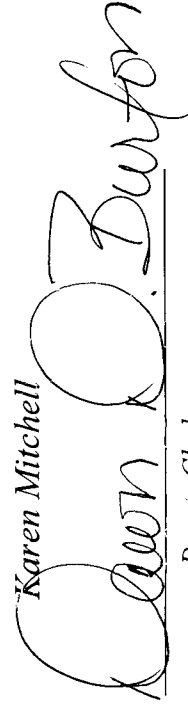
UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF TEXAS

I, **KAREN MITCHELL**, Clerk of the United States District Court, Northern District of Texas,
DO HEREBY CERTIFY that **Britt K. Latham**, Bar # **007878800**, was duly admitted to practice in said
Court on **02/28/94**, and is in good standing as a member of the bar of said Court.

Signed at **Dallas**, Texas on **01/10/08**

Karen Mitchell



BY:

Deputy Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

**UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,**

Plaintiffs,

v.

**THE FINISH LINE, INC., and
GENESCO, INC.**

Defendants,

)
)
)
)
)
)
)
)
)
)
)

Civil Action No. 07 Civ. 10382 (LAP)

AFFIDAVIT OF W. BRANTLEY PHILLIPS, JR.

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

SS:

W. Brantley Phillips, Jr., being duly sworn, states as follows:

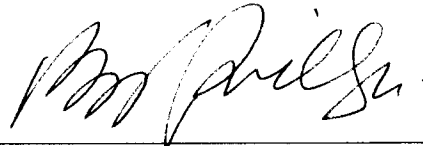
1. I am a partner at the law firm of Bass, Berry & Sims, PLC, 315 Deaderick Street, Suite 2700, Nashville, Tennessee, 37238.
2. On behalf of my firm, I represent Genesco, Inc. and wish to do so in this action.
3. I respectfully submit this affidavit in support of the motion pursuant to Rule 1.3(c) of the Local Civil Rules of United States District Court for the Southern District of New York for an Order permitting me to appear, argue and, if necessary, try as counsel and advocate in this court on behalf of defendant in this action, along with local counsel, Adam R. Shaw of Boies, Schiller & Flexner LLP, 575 Lexington Ave., New York, NY 10022, (212) 446-2300.
4. I am a member of good standing of the State Bar of Tennessee. I was admitted to practice law in the State of Tennessee on January 14, 1998. Attached is the Certificate of Good Standing from the State of Tennessee issued within the past 30 days.

5. There are no pending disciplinary proceedings against me in any state or Federal Court.

6. I respectfully request that this Court grant the application for admission to the Bar pursuant to Rule 1.3(c) of the Local Civil Rules of United States District Court for the Southern District of New York.

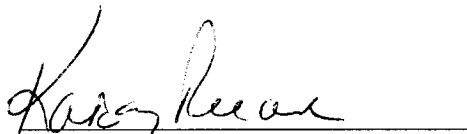
WHEREFORE, Your Affiant respectfully submits that he be permitted to appear as counsel and advocate Pro Hac Vice in this case.

Date: 15 JANUARY 2008

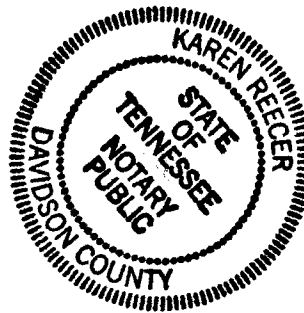


W. Brantley Phillips, Jr.

Sworn to and subscribed before me
this 15th day of January, 2008


Notary Public

My Commission Expires: 5/24/2008



6677754.1

CLERK OF THE SUPREME COURT

STATE OF TENNESSEE

I, Michael W. Catalano, Clerk of the Supreme Court, do hereby certify that W. BRANTLEY PHILLIPS, JR. is a licensed and practicing attorney of the Courts of this State, having taken the oath as prescribed by law, is enrolled as an attorney of this Court, and is in good standing. The Supreme Court is the Court of last resort in Tennessee.

Date of Enrollment: January 14, 1998.

In testimony whereof, I have set my hand and affixed the seal of the Court on this the 10th day of January, 2008.

Michael W. Catalano, Clerk

By  D.C.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,

07-CV-10382
(LAP/MHD)

Plaintiffs,

v.

THE FINISH LINE, INC and
GENESCO INC.,

Defendants.

[PROPOSED] ORDER GRANTING MOTION FOR *PRO HAC VICE*
ADMISSION OF MICHAEL BRILLE, JAMES P. DENVIR, JONATHAN M. SHAW,
OVERTON THOMPSON, III, BRYAN E. LARSON, BRITT KING LATHAM, and W.
BRANTLEY PHILLIPS, JR.

Upon the motion of Adam R. Shaw, attorney for Defendant Genesco Inc., pursuant to rule 1.3 of the Local Civil Rules this Court, for an Order admitting Michael Brille, James P. Denvir, Jonathan M. Shaw, Overton Thompson, III, Bryan E. Larson, Britt King Latham, and W. Brantley Phillips, Jr. *pro hac vice* for all purposes on behalf of Defendant Genesco Inc., in this action, and for good cause shown, it is hereby

ORDERED that the motion is **GRANTED**.

DATED: January __, 2008

SO ORDERED.

U.S.D.J.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,

07-CV-10382
(LAP/MHD)

Plaintiffs,

v.

THE FINISH LINE, INC and
GENESCO INC.,

Defendants.

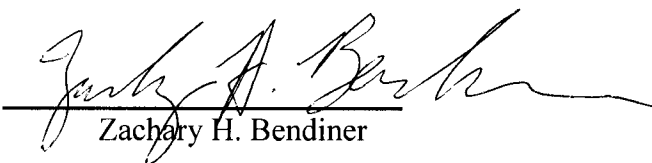
I, Zachary Bendiner, being duly sworn depose and say that I am over the age of eighteen and that on the 22nd day of January, 2008, I caused true and correct copies of:

1. Motion to Admit Counsel Michael Brille, James P. Denvir, Jonathan M. Shaw, Overton Thompson, III, Bryan E. Larson, Britt King Latham, and W. Brantley Phillips, Jr. *Pro Hac Vice*;
2. Affidavit of Sponsor Adam R. Shaw
3. Declaration of Michael Brille and the accompanying Certificates of Good Standing for Michael Brille issued by the bars of the District of Colombia and the state of California;
4. Declaration of James P. Denvir and the accompanying Certificates of Good Standing for James P. Denvir issued by the bars of the District of Colombia and the state of Florida;
5. Declaration of Jonathan M. Shaw and the accompanying Certificates of Good Standing for Jonathan M. Shaw issued by the bars of the District of Colombia, the State of Maryland, and the State of Washington;
6. Affidavit of Overton Thompson, III and the accompanying Certificate of Good Standing for Overton Thompson, III issued by the bar of the State of Tennessee;
7. Affidavit of Bryan E. Larson and the accompanying Certificate of Good Standing for Bryan E. Larson issued by the bar of the State of Tennessee;
8. Affidavit of Britt King Latham and the accompanying Certificates of Good Standing for Britt King Latham issued by the bars of the State of Tennessee and the State of Texas;
9. Affidavit of W. Brantley Phillips, Jr. and the accompanying Certificates of Good Standing for W. Brantley Phillips, Jr. issued by the bars of the State of Tennessee and the State of Texas; and
10. Proposed Order Admitting Michael Brille, James P. Denvir, Jonathan Shaw, Overton Thompson, III, Bryan E. Larson, Britt King Latham, and W. Brantley Phillips, Jr. to represent Defendant Genesco *Pro Hac Vice* in the above captioned matter

to be served on the following individuals by email and First Class Mail:

Joseph John Frank
Latham & Watkins, LLP
885 Third Avenue, Suite 1000
New York, NY 10022
(212)-906-1316
(212)-751-4864 (fax)
joseph.frank@lw.com
Attorney for Plaintiffs UBS Loan Finance L.L.C. and UBS Securities L.L.C.

Harvey Kurzweil
James P. Smith
Dewey & LeBoeuf, L.L.P.
1301 Avenue of the Americas
New York, NY 10019
212-259-8000
212-259-6333 (fax)
hkurzweil@dl.com
Attorneys for Defendant The Finish Line, Inc.


Zachary H. Bendiner